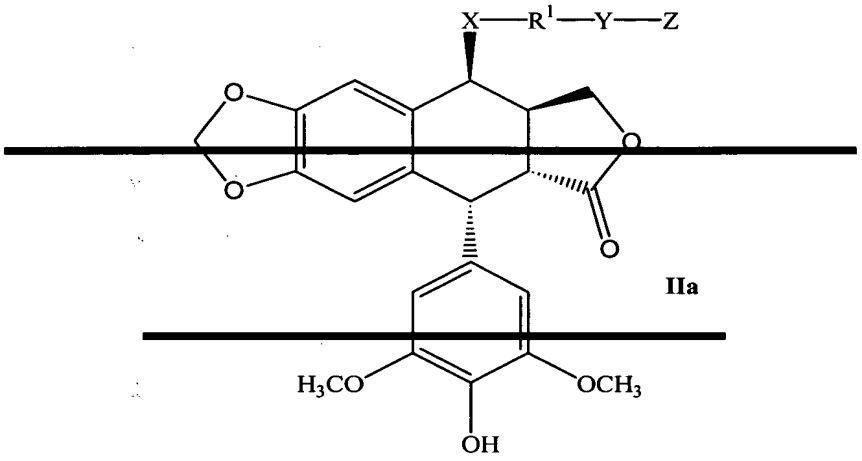
In the claims:

Please enter the following as the claims in this case, with all additions shown in underlined font and all deletions shown in strike-out font.

1 (currently amended). A compound ~~selected from the group consisting of:~~

~~*(i)* compounds of **Formula IIa:**~~



IIa

~~wherein:~~

~~X is a linking group selected from the group consisting of –O–, –S–, –NH–, –CO–, –CH=N–, and CH_2NH–;~~

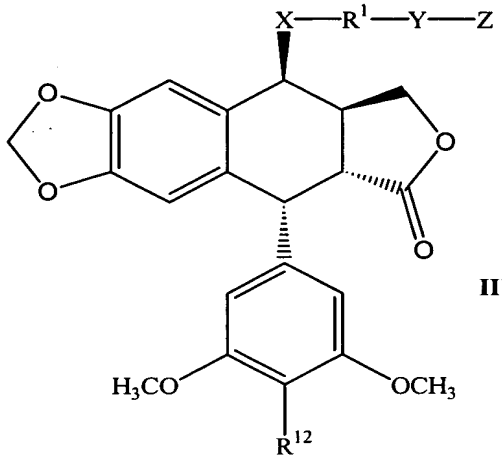
~~R^1 is a covalent linkage between X and Y, or is loweralkyl, loweralkenyl, or phenyl, and when phenyl is unsubstituted or is substituted from one to four times with loweralkyl, hydroxy, alkoxyl, alkylogen, alkylamino, alkyoxycarbonyl, amino, halogen, nitro, or nitrile;~~

~~Y is none, –NHCO–, –CONH–, –OCO–, or –COO–;~~

~~Z is $–CHR^2(CH_2)_nR^3$, where n is 0 to 8, or $–(CH_2)_n–$ is incorporated into Z as a five–, six–, seven–, or eight-membered ring; R^2 is H, and R^3 is a loweralkyl, loweralkenyl, aryl, lower alkylamino, lower alkenylamino, or arylamino;~~

~~or a pharmaceutically acceptable salt thereof; and~~

~~*(ii)* compounds~~ of **Formula IIb:**



IIb

wherein:

X is a linking group selected from the group consisting of –O-, -S-, -NH-, -CO-, -CH=N-, or CH_2NH-, and in one preferred embodiment is –NH-;

R^1 is a covalent linkage between X and Z, or is loweralkyl, loweralkenyl, or phenyl, and when phenyl is unsubstituted or is substituted from one to four times with loweralkyl, hydroxy, alkoxyl, alkylogen, alkylamino, alkyoxycarbonyl, amino, halogen, nitro, or nitrile;

Y is none, –NHCO-, –CONH-, -OCO-, or –COO-;

Z is $-(CH_2)_nR^3$, where n is 0 to 8, or $-(CH_2)_n-$ is incorporated into Z as a five-, six-, seven-, or eight-membered ~~ring,~~ ring, R^3 is a loweralkyl, loweralkenyl, aryl, lower alkylamino, lower alkenylamino, or arylamino;

R^{12} is $-OR_4$, $-NR_4R_5$, $-OCOR_4$, $-OCOOR_4$, $-OCOSR_4$, or $-OCONR_4R_5$, where R_4 and R_5 are selected from the group consisting of lower alkylamino, lower alkenylamino, and arylamino;

or a pharmaceutically acceptable salt thereof.

2 (original). A compound according to claim 1, wherein X is –NH- and R^1 is phenyl.

3 (original). A compound according to claim 1, wherein R^1 is phenyl.

4-5 (cancelled).

6 (currently amended). A compound ~~according to claim 1~~ selected from the group consisting of:

4′-*O*-Demethyl-4β-[4″(tyramido)-anilino]-4-desoxy-podophyllotoxin (**5**);

4′-*O*-Demethyl-4β-[4″-(phenylethylamido)-anilino]-4-desoxy-podophyllotoxin (**6**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-nitroanilino)-4-desoxy-podophyllotoxin (**8**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**9**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-nitroanilino)-4-desoxy-podophyllotoxin hydrochloride (**10**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin hydrochloride (**11**);

4′-*O*-Demethyl-4′-glycyl-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**13**);

4′-*O*-Demethyl-4′-sarcrosyl-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**14**);

4′-*O*-Demethyl-4β-{[4″-(2‴-dimethylamino)-ethylamido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-methyl-piperazyl)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-piperidinopiperidyl)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-N-(4‴-amino-1‴-benzylpiperidine)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-nitrophenyl-piperazyl)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-N-(3‴-aminoquinuclidine)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4′-[(2‴-dimethylamino)-ethoxyl]-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin; and

4′-*O*-Demethyl-4′-[(2‴-dimethylamino)-ethylamino]-4β-(4″-fluoroanilino)-4-desoxy-

podophyllotoxin.

7 (currently amended). A compound according to claim ~~1~~ 6 selected from the group consisting of:

4′-*O*-Demethyl-4β-[4″(tyramido)-anilino]-4-desoxy-podophyllotoxin (**5**);

4′-*O*-Demethyl-4β-[4″-(phenylethylamido)-anilino]-4-desoxy-podophyllotoxin (**6**);

4′-*O*-Demethyl-4β-{[4″-(2‴-dimethylamino)-ethylamido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-methyl-piperazyl)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-piperidinopiperidyl)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-N-(4‴-amino-1‴-benzylpiperidine)-amido]-anilino}-4-desoxy-podophyllotoxin;

4′-*O*-Demethyl-4β-{[4″-(4‴-nitrophenyl-piperazyl)-amido]-anilino}-4-desoxy-podophyllotoxin; and

4′-*O*-Demethyl-4β-{[4″-N-(3‴-aminoquinuclidine)-amido]-anilino}-4-desoxy-podophyllotoxin.

8 (currently amended). A compound according to claim ~~1~~ 6 selected from the group consisting of:

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-nitroanilino)-4-desoxy-podophyllotoxin (**8**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**9**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-nitroanilino)-4-desoxy-podophyllotoxin hydrochloride (**10**);

4′-*O*-Demethyl-4′-(*N*′, *N*′-dimethyl-glycyl)-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin hydrochloride (**11**);

4′-*O*-Demethyl-4′-glycyl-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**13**); and

4′-*O*-Demethyl-4′-sarcrosyl-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin (**14**).

9 (currently amended). A compound according to claim ~~1~~ 6, wherein said compound is

4′-*O*-Demethyl-4′-[(2‴-dimethylamino)-ethoxyl]-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin.

10 (currently amended). A compound according to claim ~~1~~ 6, wherein said compound is

4′-*O*-Demethyl-4′-[(2‴-dimethylamino)-ethylamino]-4β-(4″-fluoroanilino)-4-desoxy-podophyllotoxin.

11 (original). A pharmaceutical formulation comprising a compound according to claim 1 in a pharmaceutically acceptable carrier.

12 (original). The pharmaceutical formulation according to claim 11, wherein said carrier is an aqueous carrier.

13 (currently amended). A method of treating a cancer, comprising administering to a subject in need thereof a treatment effective amount of a compound according to claim 1.

14 (original). The method according to claim 13, wherein said cancer is selected from the group consisting of skin cancer, lung cancer, Kaposi's sarcoma, testicular cancer, lymphoma, leukemia, esophageal cancer, stomach cancer, colon cancer, breast cancer, endometrial cancer, ovarian cancer, central nervous system cancer, liver cancer and prostate cancer.

15 (original). The method according to claim 13, wherein said cancer is prostate cancer.

16 (original). The method according to claim 13, wherein said cancer is colon cancer.

17 (original). The method according to claim 13, wherein said cancer is lung cancer.

18 (original). The method according to claim 13, wherein said cancer is breast cancer.

19 (original). The method according to claim 13, wherein X is –NH-.

20 (original). The method according to claim 13, wherein R^1 is phenyl.

21 (cancelled).

22 (new). A pharmaceutical formulation comprising a compound according to claim 6 in a pharmaceutically acceptable carrier.

23 (new). The pharmaceutical formulation according to claim 22, wherein said carrier is an aqueous carrier.

24 (new). A method of treating a cancer, comprising administering to a subject in need thereof a treatment effective amount of a compound according to claim 6.

25 (new). The method according to claim 6, wherein said cancer is selected from the group consisting of skin cancer, lung cancer, Kaposi's sarcoma, testicular cancer, lymphoma, leukemia, esophageal cancer, stomach cancer, colon cancer, breast cancer, endometrial cancer, ovarian cancer, central nervous system cancer, liver cancer and prostate cancer.

26 (new). The method according to claim 6, wherein said cancer is prostate cancer.

27 (new). The method according to claim 6, wherein said cancer is colon cancer.

28 (new). The method according to claim 6, wherein said cancer is lung cancer.